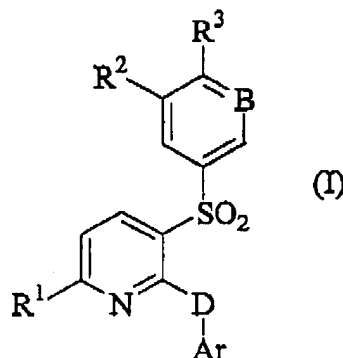


USSN 10/799,784

CT-2775NP

Amendments to the claims

1. (currently amended) A compound of Formula (I)



or a pharmaceutically acceptable salt or solvate thereof,

wherein

B is CH ;

D is NH ;

R^1 is selected from the group consisting of H , $-CN$, C_{1-4} alkyl, C_{3-7} cycloalkyl, C_{2-4} alkenyl, C_{2-4} alkynyl, C_{1-4} alkoxy and $N(C_{1-4} \text{ alkyl})_2$ optionally and independently substituted with 1 to 3 substituents selected from the group consisting of $-CN$, hydroxy, halo, C_{1-4} haloalkyl and C_{1-4} alkoxy;

USSN 10/799,784

CT-2775NP

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R² is selected from the group consisting of H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, -C₁₋₆alkylNR⁴R⁶, -C₁₋₆alkylOR⁶, CO₂R⁶, O₂CR⁶, COR⁶, CON⁴R⁶, NR⁴CO₂R⁶, NR⁴SO₂R⁶, NR⁴COR⁶, OCONR⁴R⁶ and NR⁴CONR⁵R⁶; optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, CO₂C₁₋₄ alkyl or phenyl; or

~~R² is allyloxy, benzyloxy, or (pyridinyl)methoxy where benzyloxy and (pyridinyl)methoxy are substituted with 0-2 substituents selected from the group consisting of halo and C₁₋₆alkoxy;~~

R³ is selected from the group consisting of H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, C₃₋₇ cycloalkyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, -C₁₋₆alkylNR⁴R⁶, -C₁₋₆alkylOR⁶, CO₂R⁶, O₂CR⁶, COR⁶, CON⁴R⁶, NR⁴CO₂R⁶, NR⁴SO₂R⁶, and NR⁴COR⁶; optionally and independently substituted with 1 to 3 substituents selected from the group consisting of -CN, hydroxy, halo, C₁₋₄ haloalkyl, C₁₋₄ alkoxy, CO₂C₁₋₄ alkyl, or phenyl; or

~~R³ is allyloxy, (pyridinyl)methoxy, (3,5-dichloropyridinyl)methoxy, (2-methylthiazolyl)methoxy, phenyl, or 2-methoxyphenyl; or~~

~~R³ is benzyloxy substituted with 0-2 substituents selected from the group consisting of halo, C₁₋₆alkyl, C₁₋₆alkoxy, cyano, carbomethoxy, acetox, and nitro;~~

Ar is selected from the group consisting of phenyl, indanyl, and indenyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₁₋₄ alkoxy- C₁₋₄ alkyl, -OR⁴, halo, C₁₋₄ haloalkyl, -CN,

USSN 10/799,784

CT-2775NP

-NO₂, SH, -S(O)₂R⁵, -COR⁴, -CO₂R⁴, -OC(O)R⁵, -N(COR⁴)₂, -NR⁴R⁷ and -CONR⁴R⁷, -NR⁴COR⁵, NR⁴SO₂R⁵, NR⁴CONR⁵R⁷, and NR⁴CO₂R⁵;

R⁴, R⁵ and R⁷ are independently selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₃₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₄ alkyl and C₁₋₄ haloalkyl; and

R⁶ is selected from the group consisting of H, C₁₋₆ alkyl, C₃₋₆ cycloalkyl, C₃₋₆ cycloalkyl-C₁₋₆ alkyl, C₁₋₂ alkoxy-C₁₋₂ alkyl, C₁₋₄ haloalkyl, phenyl and C₁₋₆ alkyl-phenyl.

2. (cancelled)

3. (cancelled)

4. (original) A compound according to claim 1 wherein R¹ is C₁₋₄ alkyl.

5. (original) A compound according to claim 1 wherein R² is H, halo, hydroxy, C₁₋₆ alkyl, C₁₋₆ alkoxy, morpholinyl, piperazinyl or phenyl.

6. (original) A compound according to claim 1 wherein R³ is H, halo, -CN, hydroxy, C₁₋₆ alkyl, C₂₋₆ alkynyl, C₁₋₆ alkoxy, C₁₋₆ haloalkyl, -NR⁴R⁶, morpholinyl, piperazinyl or phenyl.

7. (previously presented) A compound according to claim 1 wherein Ar is phenyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C₁₋₆ alkyl, -OR⁴, halo, -CN, -NO₂, -CO₂R⁴.

USSN 10/799,784

CT-2775NP

8. (original) A compound according to claim 1 wherein R^4 , R^5 and R^7 are independently H or C_{1-6} alkyl.

9. (original) A compound according to claim 1 wherein R^6 is H.

10. (previously presented) A compound according to claim 1 wherein B is CH; D is NH; R^1 is C_{1-4} alkyl; R^2 is H, halo, hydroxy, C_{1-6} alkyl, C_{1-6} alkoxy, morpholinyl, piperazinyl or phenyl; R^3 is H, halo, -CN, hydroxy, C_{1-6} alkyl, C_{2-6} alkynyl, C_{1-6} alkoxy, C_{1-6} haloalkyl, $-NR^4R^6$, morpholinyl, piperazinyl or phenyl; Ar is phenyl, independently and optionally substituted with 1 to 4 substituents selected from the group consisting of H, C_{1-6} alkyl, $-OR^4$, halo, -CN, $-NO_2$, $-CO_2R^4$; R^4 , R^5 and R^7 are independently H or C_{1-6} alkyl; and R^6 is H.

11. (original) {3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl)-(4-methoxy-2-methylphenyl)-amine;

(2-Chloro-5-fluoro-4-methoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

2-Chloro-5-fluoro- N^1 -{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}- N^4 , N^4 -dimethylbenzene-1,4-diamine;

(4,5-Dimethoxy-2-methylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4-difluoromethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

(2-Chloro-4,5-dimethoxyphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

USSN 10/799,784

CT-2775NP

(2-Chloro-4-methanesulfonylphenyl)-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-amine;

5-Chloro-2-{3-[4-(2-methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-ylamino}-benzonitrile;

[3-(4-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

[3-(4-Benzyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyronitrile;

5-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-pentanenitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-propan-1-ol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-acetic acid ethyl ester;

USSN 10/799,784

CT-2775NP

2-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenoxy}-butyric acid methyl ester;

{6-Methyl-3-[4-(pyridin-2-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{6-Methyl-3-[4-(2-methylthiazol-4-ylmethoxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(4-Fluorobenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

4-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzonitrile;

3-{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-benzoic acid methyl ester;

{3-[4-(3-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Methoxybenzyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

USSN 10/799,784

CT-2775NP

2-(4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl)-benzonitrile;

{6-Methyl-3-[4-(2-nitrobenzyloxy)-benzenesulfonyl]-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(3,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,5-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Dimethoxybenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2,3-Difluorobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[4-(2-Fluoro-6-nitrobenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

1-(4-Fluoro-3-{4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phoxymethyl}-phenyl)-ethanone;

{3-[4-(2,6-Dimethylbenzyloxy)-benzenesulfonyl]-6-methyl-pyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

[3-(3-Chloro-4-fluorobenzenesulfonyl)-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

USSN 10/799,784

CT-2775NP

[3-(3,4-Dimethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dimethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3,4-Dichlorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[6-Methyl-3-(toluene-4-sulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Isopropylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[6-Methyl-3-(4-trifluoromethoxybenzenesulfonyl)-pyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Fluorobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Bromobenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(4-Ethynylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(Biphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

USSN 10/799,784

CT-2775NP

[3-(2'-Methoxybiphenyl-4-sulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-methanol;

(6-Methyl-3-{4-[(2,4,6-trimethylphenylamino)-methyl]-benzenesulfonyl}-pyridin-2-yl)-(2,4,6-trimethylphenyl)-amine;

4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzaldehyde;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanol;

{4-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenyl}-phenyl-methanone;

Acetic acid 4-[6-methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-benzyl ester;

[3-(3-Methoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

3-[6-Methyl-2-(2,4,6-trimethylphenylamino)-pyridine-3-sulfonyl]-phenol;

[3-(3-Ethoxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

[3-(3-Allyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

USSN 10/799,784

CT-2775NP

[3-(3-Benzoyloxybenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,6-trimethylphenyl)-amine;

{3-[3-(4-Fluorobenzoyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(3-Methoxybenzoyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(3,5-Dimethoxybenzoyloxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(6-Chloropyridin-3-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

{3-[3-(2,6-Dichloropyridin-4-ylmethoxy)-benzenesulfonyl]-6-methylpyridin-2-yl}-(2,4,6-trimethylphenyl)-amine;

(2,4-Dimethylphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(4-methoxy-2-methylphenyl)-amine;

(2,4-Dimethoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine;

(2-Chloro-4-methoxyphenyl)-[3-(4-ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-amine; or

USSN 10/799,784

CT-2775NP

[3-(4-Ethylbenzenesulfonyl)-6-methylpyridin-2-yl]-(2,4,5-trimethylphenyl)-amine or pharmaceutically acceptable salts or solvates thereof.

12. (original) A pharmaceutical composition of a compound according to claim 1.

13. (withdrawn) A method of treating depression or anxiety comprising a pharmaceutical composition of a compound of claim 1.